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PATRICK M. GORDON, P.A.

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May 12, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-05/15/97--01069--002
*****70.00 *****70.00

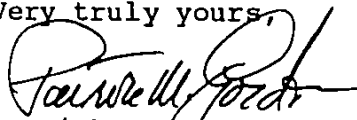
Re: "HCO" PBC - INVESTMENT & CONSULTING GROUP, INC.

Gentlemen:

In connection with the above-captioned matter, enclosed please find the original Articles of Incorporation relative to said corporation. Please file this corporation with the Secretary of State and return to us a stamped, filed copy of same. I have also enclosed our check in the amount of \$70.00 payable to the Secretary of State to cover the filing fees for same.

Your immediate attention to this matter would be greatly appreciated. If you should have any questions regarding the enclosed or need anything further, please feel free to contact my office.

Very truly yours,


Patrick M. Gordon

PMG/tar
Enc.
cc: Hans-Curt Over

FILED
97 MAY 15 AM 8:17
STATE
TALLAHASSEE, FLORIDA

DMC
5.19.97

ARTICLES OF INCORPORATION

OF

"HCO" PBC - INVESTMENT & CONSULTING GROUP, INC.

FILED

97 MAY 15 AM 8:17

SEC. OF STATE
TAMPA, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

"HCO" PBC - INVESTMENT & CONSULTING GROUP, INC.

The address of the principal office of this corporation shall be 6028 Le Lac Road, Boca Raton, Florida, 33496, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 810 Saturn Street, Suite 17, Jupiter, Florida, 33477, and the name of the initial Registered Agent of the corporation at that address is PATRICK M. GORDON.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have two officers and one director, initially. The name and street address of the initial officers and director who shall hold office for the first year of the corporation, or until his/her successor is elected or appointed is:

HANS-CURT OVER
President/Treasurer/Director

UTE OVER
Vice-President/Secretary*

6028 Le Lac Road
Boca Raton, Florida 33496

*The Vice President/Secretary shall be authorized to execute documents on behalf of the corporation only when provided with a specific Power of Attorney from the Corporation's President.

ARTICLE VII. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation:

HANS-CURT OVER

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal of "HCO" PBC - INVESTMENT & CONSULTING GROUP, INC., on this 12th day of March, 1997.

WITNESSES:

[Signature]
[Signature]

By: [Signature]

HANS-CURT OVER

FILED

ACCEPTANCE OF REGISTERED AGENT DESIGNATED 07 MAY 15 AM 8:17
IN ARTICLES OF INCORPORATION

Patrick M. Gordon, having a business office at 810 Saturn Street, Suite 17, Jupiter, Florida, 33477, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By:


PATRICK M. GORDON